C&E 946

Extended to November 15, 2018 29491328046 10 8

Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052 **2017** Open to Public Inspection

For calendar year 2017 or tax year beginning , and ending

Name of foundation
Amelia Peabody Foundation
c/o Margaret N. St. Clair

A Employer identification number
04-6036558

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1 Hollis Street

B Telephone number
781-237-6468

City or town, state or province, country, and ZIP or foreign postal code
Wellesley, MA 02482

C If exemption application is pending, check here ▶ ☐ 6

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

03/04 04

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 172,771,457.

J Accounting method: ☐ Cash [X] Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,755,089.	1,755,089.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	8,688,036.			
b Gross sales price for all assets on line 6a 66,846,690.				
7 Capital gain net income (from Part IV, line 2)		8,688,036.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	3,031,594.	3,670,754.		Statement 1
12 **Total.** Add lines 1 through 11	13,474,719.	14,113,879.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	667,988.	477,430.		190,558.
14 Other employee salaries and wages	702,315.	237,987.		464,328.
15 Pension plans, employee benefits	820,291.	380,827.		439,464.
16a Legal fees Stmt 2	243.	0.		243.
b Accounting fees Stmt 3	200,243.	100,121.		100,122.
c Other professional fees Stmt 4	491,186.	468,344.		22,842.
17 Interest				
18 Taxes Stmt 5	198,025.	36,032.		31,993.
19 Depreciation and depletion				
20 Occupancy	61,908.	38,816.		23,092.
21 Travel, conferences, and meetings				
22 Printing and publications	42,585.	21,748.		20,837.
23 Other expenses Stmt 6	80,394.	39,689.		40,705.
24 **Total operating and administrative expenses.** Add lines 13 through 23	3,265,178.	1,800,994.		1,334,184.
25 Contributions, gifts, grants paid	7,204,550.			7,204,550.
26 **Total expenses and disbursements.** Add lines 24 and 25	10,469,728.	1,800,994.		8,538,734.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	3,004,991.			
b **Net investment income** (if negative, enter -0-)		12,312,885.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	5,900,608.	5,121,330.	5,121,330.
	3 Accounts receivable ▶ 4,297,872.			
	Less: allowance for doubtful accounts ▶	881,919.	4,297,872.	4,297,872.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 7	137,529,820.	137,896,297.	163,352,255.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	144,312,347.	147,315,499.	172,771,457.
Liabilities	17 Accounts payable and accrued expenses	4,604.	2,765.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ Statement 8)	559,383.	507,553.	
	23 **Total liabilities** (add lines 17 through 22)	563,987.	510,318.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26, and lines 30 and 31.**			
	24 Unrestricted	143,748,360.	146,805,181.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	143,748,360.	146,805,181.	
	31 **Total liabilities and net assets/fund balances**	144,312,347.	147,315,499.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	143,748,360.
2	Enter amount from Part I, line 27a	2	3,004,991.
3	Other increases not included in line 2 (itemize) ▶ Net Post Retirement	3	51,830.
4	Add lines 1, 2, and 3	4	146,805,181.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	146,805,181.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a		P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a	66,846,690.		58,158,654.	8,688,036.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				8,688,036.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 8,688,036.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 } 3 N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	7,155,149.	153,088,773.	.046739
2015	8,296,551.	167,861,031.	.049425
2014	8,656,377.	175,898,709.	.049212
2013	8,244,678.	165,702,181.	.049756
2012	7,580,437.	155,665,244.	.048697

2	Total of line 1, column (d)	2	.243829
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.048766
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	164,236,378.
5	Multiply line 4 by line 3	5	8,009,151.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	123,129.
7	Add lines 5 and 6	7	8,132,280.
8	Enter qualifying distributions from Part XII, line 4	8	8,538,734.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	123,129.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	123,129.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	123,129.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a 174,295.		
b Exempt foreign organizations - tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 50,000.		
d Backup withholding erroneously withheld	6d 0.		
7 Total credits and payments. Add lines 6a through 6d		7	224,295.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	0.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	101,166.
11 Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ▶	101,166. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ MA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

2

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ ameliapeabody.org

14 The books are in care of ▶ US Bank Telephone no. ▶ 215-761-9341

Located at ▶ 50 South 16th Street, Suite 2000, Philadelphia, P ZIP+4 ▶ 19102

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year, did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2017 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.)	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
5a During the year, did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b		
Organizations relying on a current notice regarding disaster assistance, check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 9		667,988.	434,369.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Thomas St. Clair 1 Hollis Street, Wellesley, MA 02482	Grant Making Program Director 40.00	172,970.	115,974.	0.
Joanne Smith 1 Hollis Street, Wellesley, MA 02482	Assistant Director 40.00	169,125.	109,273.	0.
Alex Eisenzopf 1 Hollis Street, Wellesley, MA 02482	Grant Making Program Director 40.00	172,970.	99,148.	0.
William Richards 1 Hollis Street, Wellesley, MA 02482	Investment Program Director 40.00	187,250.	61,527.	0.

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Tonneson & Company P.C - 401 Edgewater Place Suite 300, Wakefield, MA 01880	Accounting Fees	165,743.
Prime Buchholz & Assoc - 10 Post Office Sq. N Tower 580, Boston, MA 02109	Investment Advice	100,000.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	160,565,039.
b	Average of monthly cash balances	1b	6,172,401.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	166,737,440.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	166,737,440.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,501,062.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	164,236,378.
6	**Minimum investment return.** Enter 5% of line 5	6	8,211,819.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	8,211,819.
2a	Tax on investment income for 2017 from Part VI, line 5 — 2a: 123,129.		
b	Income tax for 2017. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	123,129.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,088,690.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,088,690.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,088,690.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	8,538,734.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	8,538,734.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	123,129.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	8,415,605.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form **990-PF** (2017)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				8,088,690.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			186,794.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4. ▶ $ 8,538,734.				
a Applied to 2016, but not more than line 2a			186,794.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				8,088,690.
e Remaining amount distributed out of corpus	263,250.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	263,250.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	263,250.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017 263,250.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 ***Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:***

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

Margaret N. St. Clair, 781-237-6468, PStClair@ameliapeabody.org
1 Hollis Street, Wellesley, MA 02482

b The form in which applications should be submitted and information and materials they should include:

Application and other requirements on web page ameliapeabody.org

c Any submission deadlines:

Quarterly on web page ameliapeabody.org

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Qualifying organizations that operate in Massachusetts

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See attached schedule 1 Hollis Street Wellesley, MA 02482	See attached schedule	See attached schedule	See attached schedule	7,204,550.
Total			▶ 3a	7,204,550.
b *Approved for future payment*				
See attached schedule 1 Hollis Street Wellesley 02482	See attached schedule	See attached schedule	See attached schedule	1,695,000.
Total			▶ 3b	1,695,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,755,089.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	3,256,266.	0.
8 Gain or (loss) from sales of assets other than inventory			18	8,688,036.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Income- Limited					
b Partnerships		-263,901.			
c Section 965(a) Income					
d Inclusion					39,229.
e					
12 Subtotal. Add columns (b), (d), and (e)		-263,901.		13,699,391.	39,229.

13 Total. Add line 12, columns (b), (d), and (e) 13 13,474,719.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
11b	Any distributions or earnings on limited partnerships are used to accomplish its exempt purpose.

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Margaret N. St. Clair 11.14.18 Executive Director

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below? See instr ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Heidi E. MacLean	Heidi E. MacLean	11/14/18		P00840184
Firm's name ▶ Tonneson & Company, PC			Firm's EIN ▶ 04-2943536	
Firm's address ▶ 401 Edgewater Place, Suite 300 Wakefield, MA 01880-6208			Phone no. 781-245-9999	

Amelia Peabody Foundation
EIN # 04-6036558
Investments
Form 990 PF Page 2 Part II Line 10a

Fund	Investment/Security Name	Market Value	Cost Basis	Unrealized Gain (Loss)
PFN1	ADAMAS OPPORTUNITIES LP	8,654,000	7,595,019	1,058,981
PFN1	BAYNORTH REALTY FUND VI LP	36,496	2,476,373	(2,439,877)
PFN1	BAYNORTH REALTY FUND VII LP	740,553	275,474	465,079
PFN1	BLACKSTONE TOTAL ALTERNATIVE	3,938,566	3,600,442	338,124
PFN1	CHAMPLAIN MID CAP FD LLC	5,706,191	4,698,243	1,007,948
PFN1	DAVIDSON KEMPNER INSTITUTE	2,044,998	2,021,693	23,305
PFN1	FARALLON CAPITAL INSTITUTIONAL	4,406,327	4,076,827	329,500
PFN1	TRG FORESTRY FUND 8B	597,078	291,097	305,981
PFN1	GEM REALTY FUND VI	57,923	76,454	(18,531)
PFN1	LCP VII (OFFSHORE) LP	1,920,394	1,570,914	349,480
PFN1	LEGACY VENTURE VIII, LLC	334,469	320,990	13,479
PFN1	MERILL LYNCH ALTERNATIVE INVESTMENTS	12,700,192	11,321,056	1,379,136
PFN1	OTHER ALTERNATIVE INVESTMENTS	4,047,339	3,533,044	514,295
PFN1	PARAMETRIC EMERGING MARKETS INSTL	2,752,032	2,578,802	173,230
PFN1	SIGULER GUFF BRIC OPPORTUNITIES II LP	1,661,863	1,130,121	531,742
PFN1	SIGULER GUFF DISTRESSED III LP	629,815	204,575	425,240
PFN1	SIGULER GUFF GLOBAL EMERGING MKT FUND IV LP	629,740	399,935	229,805
PFN1	THE COLCHESTER GLOBAL BOND FUND	5,566,899	5,748,375	(181,476)
PFN1	THE HIGHCLERE INTERNATIONAL	4,264,987	3,735,681	529,306
PFN1	THE SANDERSON INTERNATIONAL	6,556,513	5,390,361	1,166,152
PFN1	TIFF REALTY AND RESOURCES 2008	851,642	1,019,130	(167,488)
PFN1	VANGUARD INTERM TERM TREASURY ADM	5,090,058	5,169,674	(79,616)
PFN1	VARDE FUND XII	900,507	831,358	69,149
PFN1	WELLINGTON TRUST COMPANY CTF	4,824,751	3,538,936	1,285,815
PFN1	WELLINGTON TRUST COMPANY/ ARCHIPELAGO	6,489,546	1,763,296	4,726,250
PFN1	WHIPPOORWILL OFFSHORE	54,559	867,492	(812,933)
PFN2	ACTIVISION BLIZZARD INC	506,560	503,462	3,098
PFN2	ALASKA AIR GROUP INC	588,080	577,728	10,352
PFN2	ALERIAN MLP	485,550	522,688	(37,138)
PFN2	ALIBABA GROUP HOLDING LTD A D R	1,034,580	865,930	168,650
PFN2	ALLERGAN PLC	817,900	952,441	(134,541)
PFN2	ALPHABET INC CL A	2,106,800	858,871	1,247,929
PFN2	AMAZON COM INC	2,338,940	1,288,927	1,050,013
PFN2	ANALOG DEVICES INC	890,300	722,955	167,345
PFN2	APOLLO COMMERCIAL REAL ESTAT	461,250	402,231	59,019
PFN2	APPLE INC	846,150	457,776	388,374
PFN2	APPLIED MATERIALS INC	434,520	408,244	26,276
PFN2	AT&T INC	738,720	711,296	27,424
PFN2	BANCO SANTANDER SA A D R	65	85	(20)
PFN2	BANK OF AMERICA CORP	1,033,200	637,429	395,771
PFN2	BERKSHIRE HATHAWAY INC CL A	5,059,200	1,725,745	3,333,455
PFN2	BLACKROCK ENHANCED GLOBAL DIVIDEND TRUST	250,200	242,681	7,519
PFN2	BLACKROCK ENHANCED INTERNATIONAL DIVIDEND	391,200	369,786	21,414
PFN2	BLACKROCK LTD DURATION INC	158,900	153,551	5,349
PFN2	BLACKSTONE GROUP L P	1,072,080	817,835	254,245
PFN2	BOSTON SCIENTIFIC CORP	123,950	126,100	(2,150)
PFN2	BRISTOL MYERS SQUIBB CO	796,640	759,517	37,123
PFN2	BROADCOM LTD	770,700	743,773	26,927
PFN2	BROOKFIELD INFRASTRUCTURE PART LP	1,188,825	943,223	245,602
PFN2	CELGENE CORP	834,880	967,840	(132,960)
PFN2	CHUBB LTD	292,260	296,752	(4,492)
PFN2	CIRRUS LOGIC INC	518,600	553,403	(34,803)
PFN2	CITIGROUP INC	1,004,535	948,008	56,527
PFN2	COGNIZANT TECH SOLUTIONS CL A	532,650	536,240	(3,590)
PFN2	COLONY NORTHSTAR INC CLASS A	345,027	753,395	(408,368)
PFN2	COLUMBIA SELIG PREM TECH	278,125	200,640	77,485
PFN2	COMCAST CORP CLASS A	901,125	528,348	372,777
PFN2	CONSUMER STAPLES SELECT SECTOR SPDR	995,575	931,287	64,288
PFN2	CSX CORP	550,100	501,862	48,238
PFN2	CVS HEALTH CORPORATION	362,500	359,460	3,040
PFN2	DELTA AIR LINES INC	1,008,000	743,759	264,241
PFN2	DOWDUPONT INC	854,640	792,501	62,139
PFN2	EATON VANCE ENH EQTY INC FD II	228,300	179,320	48,980
PFN2	EATON VANCE LTD DURATION FND	136,500	135,655	845
PFN2	EDWARDS LIFESCIENCES CORP	563,550	508,644	54,906
PFN2	ELI LILLY CO	717,910	634,273	83,637
PFN2	ENERGY TRANSFER PARTNERS L P	370,125	360,763	9,362

PFN2	ENTERPRISE PRODS PARTNERS L P	1,114,608	417,325	697,283
PFN2	EQT MIDSTREAM PARTNERS LP	276,760	282,182	(5,422)
PFN2	EXPEDIA INC	479,080	575,963	(96,883)
PFN2	EXPRESS SCRIPTS HLDGS C	186,600	148,316	38,284
PFN2	FACEBOOK INC A	1,146,990	737,488	409,502
PFN2	FED EX CORP	499,080	432,889	66,192
PFN2	FINISAR CORPORATION	712,250	1,003,420	(291,170)
PFN2	GENERAL DYNAMICS CORP	610,350	607,460	2,890
PFN2	GENERAL MOTORS CO	204,950	168,039	36,911
PFN2	GOLDMAN SACHS GROUP INC	451,800	252,522	199,278
PFN2	HALLIBURTON CO	488,700	490,780	(2,080)
PFN2	HOME DEPOT INC	1,516,240	1,027,428	488,812
PFN2	HONEYWELL INTERNATIONAL INC	766,800	475,497	291,303
PFN2	IDEXX LABS INC	469,140	459,067	10,074
PFN2	J P MORGAN CHASE CO	1,069,400	534,522	534,878
PFN2	JAZZ PHARMACEUTICALS PLC	673,250	677,013	(3,763)
PFN2	KALA PHARMACEUTICALS INC	92,450	95,257	(2,807)
PFN2	KINDER MORGAN INC	542,100	1,020,201	(478,101)
PFN2	KKR CO LP	824,520	904,534	(80,014)
PFN2	LAM RESEARCH CORP	920,350	758,998	161,352
PFN2	LINN ENERGY INC	174,725	114,585	60,140
PFN2	MARTIN MARIETTA MATLS INC	552,600	508,829	43,771
PFN2	MASTEC INC	489,500	402,934	86,566
PFN2	MERCK CO INC	1,012,860	1,105,946	(93,086)
PFN2	MICROCHIP TECHNOLOGY INC	878,800	762,314	116,486
PFN2	MICRON TECHNOLOGY INC	986,880	801,371	185,509
PFN2	MICROSOFT CORP	1,026,480	649,632	376,848
PFN2	MORGAN STANLEY	655,875	528,699	127,176
PFN2	NEW RESIDENTIAL INVESTMENT CORP	715,200	532,268	182,932
PFN2	NIKE INC	312,750	254,373	58,377
PFN2	NUCOR CORP	890,120	823,619	66,501
PFN2	NUVEEN CORE EQUITY ALPHA COMMON	146,000	132,458	13,542
PFN2	ORACLE CORPORATION	709,200	728,293	(19,093)
PFN2	PARKER HANNIFIN CORP	598,740	474,659	124,081
PFN2	PAYPAL HOLDINGS INC	552,150	551,117	1,033
PFN2	PEPSICO INC	719,520	611,450	108,070
PFN2	PIONEER NAT RES CO	1,209,950	1,133,463	76,487
PFN2	POWERSHARES PREFERRED PORT FD	148,600	142,550	6,050
PFN2	RAYTHEON COMPANY	939,250	724,157	215,093
PFN2	SALESFORCE COM INC	408,920	410,511	(1,591)
PFN2	SCHLUMBERGER LTD	336,950	385,288	(48,338)
PFN2	SHIRE PLC A D R	620,480	646,643	(26,163)
PFN2	SPDR S&P REGIONAL BANKING	588,500	557,072	31,429
PFN2	SPECTRA ENERGY PARTNERS LP	483,422	466,419	17,003
PFN2	STARBUCKS CORP	574,300	545,870	28,430
PFN2	SYNCHRONY FINANCIAL	579,150	456,612	122,538
PFN2	TECK RESOURCES LIMITED	235,530	213,754	21,776
PFN2	TEKLA HEALTHCARE INVESTORS COMMON	451,000	474,857	(23,857)
PFN2	TERADYNE INC	628,050	496,385	131,665
PFN2	THE KRAFT HEINZ CO	777,600	811,857	(34,257)
PFN2	THERMO FISHER SCIENTIFIC INC	1,139,280	882,160	257,120
PFN2	TJX COMPANIES INC	382,300	348,554	33,746
PFN2	ULTA BEAUTY, INC	559,150	600,368	(41,218)
PFN2	UNITED TECHNOLOGIES CORP	637,850	558,212	79,638
PFN2	UNITEDHEALTH GROUP INC	1,102,300	659,035	443,265
PFN2	VANGUARD FTSE EMERGING MARKETS INDEX	872,290	783,604	88,686
PFN2	VANGUARD FTSE EUROPE INDEX FUND	946,400	866,028	80,372
PFN2	VANGUARD MID CAP VALUE INDEX FUND	278,925	279,550	(625)
PFN2	VANGUARD REAL ESTATE	580,860	564,603	16,257
PFN2	VANGUARD SMALL CAP VALUE INDEX FUND	265,560	266,341	(781)
PFN2	VERIZON COMMUNICATIONS INC	635,160	597,223	37,937
PFN2	VISA INC CLASS A SHARES	1,140,200	435,193	705,007
PFN2	VULCAN MATERIALS CO	513,480	500,451	13,029
PFN2	WALMART INC	740,625	595,934	144,691
PFN2	WALT DISNEY CO THE	752,570	730,573	21,997
PFN2	WESTERN DIGITAL CORP	914,595	688,527	226,068
PFN2	WEYERHAEUSER CO	1,410,400	1,203,437	206,963
PFN2	WHIRLPOOL CORP	337,280	343,302	(6,022)
PFN2	ZOETIS INC	648,360	516,533	131,827
	Total	**163,352,255**	**137,896,297**	**25,455,958**

Amelia Peabody Foundation
EIN #04-6036558
Gain / Loss on Sale of Investments
Form 990 PF Page 3 Part IV

Fund	Transaction Date	Investment/Security Names	Proceeds	Cost Basis	Realized gain/loss
PFN1	1/31/2017	Colchester Global Bond Fd	2,633	2,282	351
PFN1	1/31/2017	Highclere Intl Invstrs Smid Fd	2,931	2,290	641
PFN1	1/31/2017	Sanderson Intl Value Fd	4,496	3,242	1,254
PFN1	1/31/2017	Voya Global Real Estate A	2,000,000	2,039,303	(39,303)
PFN1	1/31/2017	Wellington Ctf Emgng Mkts L Cl E	6,457	5,903	553
PFN1	2/28/2017	Colchester Global Bond Fd	2,647	2,281	366
PFN1	2/28/2017	Highclere Intl Invstrs Smid Fd	3,004	2,288	716
PFN1	2/28/2017	Sanderson Intl Value Fd	4,545	3,239	1,306
PFN1	3/29/2017	Merrill Lynch Investments	559,795	619,764	(59,969)
PFN1	3/31/2017	Colchester Global Bond Fd	2,664	2,280	384
PFN1	3/31/2017	Highclere Intl Invstrs Smid Fd	3,046	2,286	760
PFN1	3/31/2017	Sanderson Intl Value Fd	4,633	3,237	1,396
PFN1	4/30/2017	Colchester Global Bond Fd	2,695	2,279	416
PFN1	4/30/2017	Highclere Intl Invstrs Smid Fd	3,186	2,285	901
PFN1	4/30/2017	Sanderson Intl Value Fd	4,781	3,234	1,547
PFN1	4/30/2017	Wellington Ctf Emgng Mkts L Cl E	6,842	5,604	1,238
PFN1	5/30/2017	Baynorth Realty Fd VI LP	40,717	6,881	33,836
PFN1	5/30/2017	Other Alternative Investment	1,090,326	1,400,000	(309,674)
PFN1	5/30/2017	Colchester Global Bond Fd	2,731	2,278	453
PFN1	5/30/2017	Highclere Intl Invstrs Smid Fd	3,271	2,283	988
PFN1	5/30/2017	Sanderson Intl Value Fd	4,947	3,231	1,716
PFN1	6/30/2017	Colchester Global Bond Fd	2,693	2,245	448
PFN1	6/30/2017	Highclere Intl Invstrs Smid Fd	3,255	2,281	974
PFN1	6/30/2017	Sanderson Intl Value Fd	4,925	3,229	1,696
PFN1	7/31/2017	Colchester Global Bond Fd	2,819	2,319	500
PFN1	7/31/2017	Highclere Intl Invstrs Smid Fd	3,337	2,279	1,058
PFN1	7/31/2017	Sanderson Intl Value Fd	5,073	3,226	1,847
PFN1	8/31/2017	Colchester Global Bond Fd	2,845	2,318	527
PFN1	8/31/2017	Highclere Intl Invstrs Smid Fd	3,287	2,277	1,010
PFN1	8/31/2017	Sanderson Intl Value Fd	5,061	3,223	1,838
PFN1	8/31/2017	Wellington Ctf Emgng Mkts L Cl E	7,621	5,523	2,098
PFN1	8/31/2017	Whipporwill OS Dist Opp Fd S21	4,083	105,251	(101,168)
PFN1	9/30/2017	Colchester Global Bond Fd	2,771	2,242	529
PFN1	9/30/2017	Highclere Intl Invstrs Smid Fd	3,412	2,275	1,137
PFN1	9/30/2017	Sanderson Intl Value Fd	5,191	3,221	1,970
PFN1	9/30/2017	Voya Global Real Estate A	4,332,337	4,258,037	74,300
PFN1	10/31/2017	Colchester Global Bond Fd	2,819	2,315	504
PFN1	10/31/2017	Highclere Intl Invstrs Smid Fd	3,462	2,273	1,189
PFN1	10/31/2017	Sanderson Intl Value Fd	5,322	3,218	2,104
PFN1	10/31/2017	Siguler Guff Global Emerging Mkts	50,000	50,000	-
PFN1	11/22/2017	Holt European	1,402,547	1,500,000	(97,453)
PFN1	11/30/2017	Colchester Global Bond Fd	2,730	2,239	491
PFN1	11/30/2017	Highclere Intl Invstrs Smid Fd	3,522	2,271	1,251
PFN1	11/30/2017	Sanderson Intl Value Fd	5,386	3,215	2,171
PFN1	11/30/2017	Wellington Ctf Emgng Mkts L Cl E	9,979	7,544	2,435
PFN1	12/31/2017	Colchester Global Bond Fd	2,829	2,313	516
PFN1	12/31/2017	Highclere Intl Invstrs Smid Fd	3,557	2,269	1,288
PFN1	12/31/2017	Nyes Ledge Cap Os Fd Ltd C1A S1	4,205,202	2,990,179	1,215,023
PFN1	12/31/2017	Sanderson Intl Value Fd	5,468	3,213	2,255
PFN1	12/31/2017	Siguler Guff Global Emerging Mkts	35,000	35,000	-
		Subtotal PFN1	**13,882,880**	**13,122,465**	**760,415**
PFN2	1/3/2017	NORTHSTAR REALTY EUROPE CORP	91,264	85,250	6,014
PFN2	1/5/2017	ENERGY SELECT SECTOR SPDR FUND	151,358	131,319	20,039
PFN2	1/11/2017	GLOBAL PARTNERS LP	194,241	369,284	(175,043)
PFN2	1/11/2017	PEMBINA PIPELINE CORP	158,637	153,087	5,551
PFN2	1/18/2017	ABBOTT LABORATORIES	202,631	204,832	(2,201)
PFN2	1/18/2017	ABBOTT LABORATORIES	201,712	194,597	7,115
PFN2	1/23/2017	ABBOTT LABORATORIES	203,040	193,462	9,579
PFN2	1/24/2017	DOW CHEM CO	229,171	227,633	1,538
PFN2	1/24/2017	LOCKHEED MARTIN CORP	255,963	250,416	5,546
PFN2	1/25/2017	EXPIRED CONTRACTS OF CALL ON COL	-	(12,348)	12,348
PFN2	2/1/2017	SKYWORKS SOLUTIONS INC	367,445	359,224	8,221
PFN2	2/1/2017	SKYWORKS SOLUTIONS INC	366,917	334,677	32,240
PFN2	2/1/2017	STARBUCKS CORP	674,749	662,321	12,428
PFN2	2/13/2017	STARBUCKS CORP	331,121	339,306	(8,185)
PFN2	2/17/2017	UTILITIES SELECT SECTOR SPDR FUND	490,383	514,217	(23,834)

PFN2	2/22/2017	TOTAL SYSTEM SERVICES INC	188,133	174,696	13,437
PFN2	2/22/2017	TOTAL SYSTEM SERVICES INC	214,858	205,201	9,657
PFN2	2/23/2017	CENTENE CORP	828,079	765,425	62,654
PFN2	2/23/2017	L3 TECHNOLOGIES INC	336,273	300,715	35,558
PFN2	2/24/2017	ACTIVISION BLIZZARD INC	113,501	99,600	13,901
PFN2	3/1/2017	BANK OF AMERICA CORP	181,046	125,562	55,484
PFN2	3/1/2017	BANK OF AMERICA CORP	181,046	121,825	59,221
PFN2	3/2/2017	HANESBRANDS INC	420,783	532,637	(111,854)
PFN2	3/2/2017	ISHARES MSCI EMERGING MARKETS	575,515	511,896	63,619
PFN2	3/7/2017	KKR CO LP	5,128	-	5,128
PFN2	3/14/2017	ACTIVISION BLIZZARD INC	244,018	195,851	48,167
PFN2	3/16/2017	BIOGEN, INC	727,927	796,857	(68,930)
PFN2	3/17/2017	ACTIVISION BLIZZARD INC	246,087	188,881	57,206
PFN2	3/21/2017	DELPHI AUTOMOTIVE PLC	490,999	453,562	37,437
PFN2	3/24/2017	BIOVERATIV INC	60,277	67,038	(6,761)
PFN2	3/24/2017	ULTA BEAUTY, INC	564,455	488,484	75,971
PFN2	3/28/2017	VANGUARD SMALL CAP INDEX FUND	327,854	325,915	1,939
PFN2	4/6/2017	DELPHI AUTOMOTIVE PLC	394,737	370,604	24,134
PFN2	4/17/2017	DYCOM INDS INC	470,041	428,754	41,287
PFN2	4/17/2017	SALESFORCE COM INC	499,889	462,965	36,924
PFN2	4/17/2017	TWENTY FIRST CENTURY FOX INC	154,107	131,399	22,708
PFN2	4/17/2017	BROADCOM LTD	644,833	387,655	257,178
PFN2	4/21/2017	QUALCOMM INC	526,789	535,072	(8,283)
PFN2	4/26/2017	APPLE INC	649,861	240,302	409,559
PFN2	4/26/2017	EXPIRED CONTRACTS OF CALL ON APPL	-	(14,048)	14,048
PFN2	5/2/2017	BLACKROCK ENHANCED GLOBAL	64,897	61,045	3,851
PFN2	5/2/2017	BLACKROCK ENHANCED INTERNATIONAL	60,060	64,009	(3,949)
PFN2	5/10/2017	BLACKSTONE GROUP L P	1,116	-	1,116
PFN2	5/10/2017	BLACKSTONE GROUP L P	22,680	-	22,680
PFN2	5/10/2017	BLACKSTONE GROUP L P	900	-	900
PFN2	5/10/2017	TWENTY FIRST CENTURY FOX INC	288,594	291,289	(2,696)
PFN2	5/12/2017	PAYPAL HOLDINGS INC	589,444	491,712	97,732
PFN2	5/17/2017	AMERICAN INTERNATIONAL GROUP	732,344	695,191	37,153
PFN2	5/17/2017	CROWN CASTLE INTL CORP	469,843	435,704	34,140
PFN2	5/17/2017	LAUDER ESTEE COS INC CL A	323,741	300,650	23,091
PFN2	5/17/2017	MARTIN MARIETTA MATLS INC	462,096	422,267	39,830
PFN2	5/17/2017	JOHNSON CTLS INTL PLC	209,937	214,849	(4,912)
PFN2	5/23/2017	COLUMBIA SELIG PREM TECH	3,999	-	3,999
PFN2	5/23/2017	COLUMBIA SELIG PREM TECH	1,783	-	1,783
PFN2	5/25/2017	EXPIRED CONTRACTS OF CALL ON FL	-	(10,348)	10,348
PFN2	6/7/2017	ALPHABET INC CL A	990,975	254,723	736,252
PFN2	6/7/2017	EDWARDS LIFESCIENCES CORP	586,137	483,149	102,988
PFN2	6/15/2017	FACEBOOK INC A	584,257	239,424	344,833
PFN2	6/20/2017	UNDER ARMOUR INC CL A	195,300	259,699	(64,398)
PFN2	6/22/2017	EXPIRED CONTRACTS OF CALL ON DY	-	(18,298)	18,298
PFN2	6/23/2017	MARATHON PETROLEUM CORP	264,434	171,307	93,128
PFN2	6/23/2017	MARATHON PETROLEUM CORP	264,440	186,039	78,401
PFN2	6/26/2017	FOOT LOCKER INC	234,952	339,919	(104,967)
PFN2	6/27/2017	VANGUARD INFLATION PROTECTED SECS AD	1,000,000	1,013,809	(13,809)
PFN2	7/5/2017	CVS HEALTH CORPORATION	800,296	1,025,828	(225,532)
PFN2	7/7/2017	ALIBABA GROUP HOLDING LTD A D R	421,825	264,227	157,598
PFN2	7/7/2017	AMGEN INC	346,209	308,295	37,915
PFN2	7/7/2017	D R HORTON INC	345,493	314,974	30,519
PFN2	7/7/2017	EDWARDS LIFESCIENCES CORP	295,029	223,975	71,054
PFN2	7/7/2017	HONEYWELL INTERNATIONAL INC	268,451	163,350	105,101
PFN2	7/7/2017	J P MORGAN CHASE CO	463,489	218,210	245,279
PFN2	7/7/2017	JOHNSON JOHNSON	265,949	229,478	36,471
PFN2	7/7/2017	ELI LILLY CO	206,505	204,931	1,574
PFN2	7/7/2017	MICROSOFT CORP	409,587	331,484	78,103
PFN2	7/7/2017	NIKE INC	117,700	74,451	43,248
PFN2	7/7/2017	P P G INDS INC	277,320	275,768	1,552
PFN2	7/7/2017	PALO ALTO NETWORKS INC	198,771	202,038	(3,268)
PFN2	7/7/2017	PEPSICO INC	289,356	267,178	22,178
PFN2	7/7/2017	RAYTHEON COMPANY	326,204	208,357	117,847
PFN2	7/7/2017	SALESFORCE COM INC	255,518	213,677	41,841
PFN2	7/7/2017	TENET HEALTHCARE CORP	192,911	170,892	22,019
PFN2	7/7/2017	THERMO FISHER SCIENTIFIC INC	175,524	147,408	28,116
PFN2	7/7/2017	VISA INC CLASS A SHARES	467,359	196,353	271,006
PFN2	7/7/2017	WESTERN DIGITAL CORP	520,914	275,576	245,338
PFN2	7/7/2017	ZOETIS INC	312,138	268,691	43,448
PFN2	7/7/2017	ALLERGAN PLC	487,489	288,000	199,489
PFN2	7/7/2017	BROADCOM LTD	579,473	435,294	144,179
PFN2	7/25/2017	QUALCOMM INC	160,682	172,147	(11,466)
PFN2	7/26/2017	NVIDIA CORP	1,014,852	737,914	276,938

PFN2	7/26/2017	EXPIRED CONTRACTS OF CALL ON NVDA	-	(33,696)	33,696
PFN2	7/31/2017	AMGEN INC	353,681	328,700	24,981
PFN2	7/31/2017	WISDOMTREE EUROPE HEDGED EQUITY FUNI	313,861	314,250	(388)
PFN2	8/4/2017	WALMART INC	604,275	562,770	41,505
PFN2	8/8/2017	ENERGY SELECT SECTOR SPDR FUND	522,642	525,697	(3,055)
PFN2	8/9/2017	HUNTINGTON INGALLS INDUSTRIE	214,556	204,756	9,800
PFN2	8/9/2017	SILICON LABORATORIES INC	150,890	137,711	13,179
PFN2	8/11/2017	GILEAD SCIENCES INC	510,087	569,461	(59,374)
PFN2	8/15/2017	ALIBABA GROUP HOLDING LTD A D R	390,291	228,920	161,372
PFN2	8/15/2017	ALPHABET INC CL A	932,391	252,516	679,875
PFN2	8/15/2017	ANALOG DEVICES INC	310,240	255,520	54,721
PFN2	8/15/2017	APPLE INC	318,587	110,578	208,009
PFN2	8/15/2017	FACEBOOK INC A	847,301	298,086	549,215
PFN2	8/15/2017	GENERAL MOTORS CO	175,721	201,465	(25,743)
PFN2	8/15/2017	INTEL CORP	362,664	349,447	13,218
PFN2	8/15/2017	PALO ALTO NETWORKS INC	450,521	525,884	(75,363)
PFN2	8/15/2017	SCHWAB CHARLES CORP	309,143	299,922	9,221
PFN2	8/15/2017	VISA INC CLASS A SHARES	501,261	196,697	304,564
PFN2	8/18/2017	FOOT LOCKER INC	235,135	323,666	(88,532)
PFN2	8/22/2017	COLUMBIA SELIG PREM TECH	4,889	-	4,889
PFN2	8/22/2017	COLUMBIA SELIG PREM TECH	893	-	893
PFN2	8/23/2017	ROCKWELL COLLINS INC	309,282	201,164	108,118
PFN2	8/28/2017	JOHNSON JOHNSON	664,836	570,611	94,225
PFN2	8/31/2017	FOOT LOCKER INC	175,397	314,550	(139,153)
PFN2	9/1/2017	HAWAIIAN HLDGS INC	208,633	253,913	(45,280)
PFN2	9/6/2017	INTEL CORP	349,742	360,227	(10,485)
PFN2	9/11/2017	WALT DISNEY CO THE	353,883	382,079	(28,195)
PFN2	9/11/2017	GENERAL ELECTRIC CO	243,148	299,420	(56,272)
PFN2	9/20/2017	ORBITAL ATK INC	531,609	306,146	225,463
PFN2	9/20/2017	ORBITAL ATK INC	531,592	307,633	223,958
PFN2	10/2/2017	CBS CORP CLASS B NON VOTING	431,975	474,755	(42,780)
PFN2	10/2/2017	DEVON ENERGY CORP	183,045	151,265	31,780
PFN2	10/3/2017	SALESFORCE COM INC	278,516	235,880	42,636
PFN2	10/5/2017	HUNTINGTON INGALLS INDUSTRIE	230,230	206,331	23,899
PFN2	10/5/2017	P P G INDS INC	278,887	271,823	7,064
PFN2	10/11/2017	GENERAL ELECTRIC CO	243,148	301,976	(58,827)
PFN2	10/11/2017	HUNTINGTON INGALLS INDUSTRIE	235,247	206,331	28,916
PFN2	10/12/2017	UNITED RENTALS INC	352,608	284,266	68,341
PFN2	10/13/2017	GENERAL ELECTRIC CO	92,198	103,444	(11,247)
PFN2	10/19/2017	CBS CORP CLASS B NON VOTING	283,188	304,357	(21,169)
PFN2	10/19/2017	JM SMUCKER CO THE	262,359	289,131	(26,772)
PFN2	10/19/2017	EATON CORP PLC	389,493	366,878	22,615
PFN2	10/20/2017	ROCKWELL COLLINS INC	1,007,048	709,468	297,580
PFN2	10/23/2017	DEVON ENERGY CORP	86,851	77,864	8,987
PFN2	10/23/2017	E O G RES INC	239,679	224,114	15,565
PFN2	10/24/2017	P P G INDS INC	289,551	271,179	18,372
PFN2	11/10/2017	DEVON ENERGY CORP	203,774	160,930	42,845
PFN2	11/10/2017	GENERAL MOTORS CO	208,045	185,800	22,245
PFN2	11/14/2017	TYSON FOODS INC	295,980	256,499	39,481
PFN2	11/15/2017	TYSON FOODS INC	373,396	317,556	55,840
PFN2	11/17/2017	MARATHON PETROLEUM CORP	422,860	302,866	119,994
PFN2	11/21/2017	COLUMBIA SELIG PREM TECH	5,041	-	5,041
PFN2	11/21/2017	COLUMBIA SELIG PREM TECH	740	-	740
PFN2	11/21/2017	KKR CO LP	5,351	-	5,351
PFN2	11/22/2017	DYCOM INDS INC	392,584	349,499	43,084
PFN2	11/22/2017	DYCOM INDS INC	398,067	341,338	56,729
PFN2	12/1/2017	DELL INC	520,000	500,000	20,000
PFN2	12/1/2017	UNITEDHEALTH GROUP INC	223,395	120,572	102,823
PFN2	12/7/2017	TJX COMPANIES INC	380,091	354,435	25,657
PFN2	12/8/2017	AUTOZONE INC	849,558	595,848	253,711
PFN2	12/8/2017	NIKE INC	302,709	212,096	90,612
PFN2	12/8/2017	SCHLUMBERGER LTD	310,848	446,301	(135,453)
PFN2	12/8/2017	SCHWAB CHARLES CORP	505,863	417,603	88,260
PFN2	12/20/2017	VANGUARD INFLATION PROTECTED SECS AD	2,034,950	2,059,612	(24,662)
PFN2	12/26/2017	P G E CORP	212,345	269,322	(56,977)
PFN2	12/29/2017	BLACKROCK ENHANCED GLOBAL	27,000	-	27,000
PFN2	12/29/2017	NUVEEN CORE EQUITY ALPHA COMMON	14,197	-	14,197
		Subtotal PFN2	**52,963,810**	**45,036,189**	**7,927,621**
		Total for PFN1 and PFN2	**66,846,690**	**58,158,654**	**8,688,036**

Form 990-PF	Other Income	Statement 1

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Income- Limited Partnerships	3,343,119.	3,343,119.	
Other	32,766.	32,766.	
PTP Suspended Loss	0.	272,804.	
Section 965 Suspended Loss	-102,455.	0.	
Section 965 E&P Deficit Allowed	-17,164.	-17,164.	
Income- Limited Partnerships	-263,901.	0.	
Section 965(a) Income Inclusion	39,229.	39,229.	
Total to Form 990-PF, Part I, line 11	3,031,594.	3,670,754.	

Form 990-PF	Legal Fees	Statement 2

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	243.	0.		243.
To Fm 990-PF, Pg 1, ln 16a	243.	0.		243.

Form 990-PF	Accounting Fees	Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	200,243.	100,121.		100,122.
To Form 990-PF, Pg 1, ln 16b	200,243.	100,121.		100,122.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consulting fees	75,806.	60,645.		15,161.
Custodial fees	30,725.	23,044.		7,681.
Management fees	225,655.	225,655.		0.
Investment advisory fees	159,000.	159,000.		0.
To Form 990-PF, Pg 1, ln 16c	491,186.	468,344.		22,842.

Form 990-PF Taxes Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll taxes	67,122.	35,129.		31,993.
Excise taxes	130,000.	0.		0.
Foreign Taxes	903.	903.		0.
To Form 990-PF, Pg 1, ln 18	198,025.	36,032.		31,993.

Form 990-PF Other Expenses Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Insurance	22,192.	10,514.		11,678.
Office	58,202.	29,175.		29,027.
To Form 990-PF, Pg 1, ln 23	80,394.	39,689.		40,705.

Form 990-PF	Corporate Stock	Statement 7

Description	Book Value	Fair Market Value
Corporate Stock & Partnerships	137,896,297.	163,352,255.
Total to Form 990-PF, Part II, line 10b	137,896,297.	163,352,255.

Form 990-PF	Other Liabilities	Statement 8

Description	BOY Amount	EOY Amount
Net Post Retirement Liability	559,383.	507,553.
Total to Form 990-PF, Part II, line 22	559,383.	507,553.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement 9

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
Margaret St. Clair 1 Hollis Street Wellesley, MA 02482	Executive Director 45.00	306,117.	269,615.	0.
Bayard Waring 1 Hollis Street Wellesley, MA 02482	Trustee 6.00	20,000.	16,000.	0.
Phillip Waring 1 Hollis Street Wellesley, MA 02482	Trustee 6.00	20,000.	11,071.	0.
Deborah Carlson 1 Hollis Street Wellesley, MA 02482	Trustee 6.00	20,000.	0.	0.
John Dineen 1 Hollis Street Wellesley, MA 02482	Trustee 6.00	15,000.	0.	0.

Joseph Kelly 1 Hollis Street Wellesley, MA 02482	Chief Investment Officer 45.00	286,871.	137,683.	0.
Totals included on 990-PF, Page 6, Part VIII		667,988.	434,369.	0.